

03-60  
DOCKET FILE COPY ORIGINAL  
Cambrian

William L. Roughton  
Executive Vice President & General Counsel

Cambrian Communications LLC  
12011 Lee Jackson Memorial Highway, Suite 320  
Fairfax, VA 22033

703.788.4009  
703.788.4014 fax  
broughton@cambrian.net

February 27, 2003

FCC/MELLON

FEB 28 2003

VIA **FEDEX**

Ms. Marlene H. Dortch, *Secretary*  
Federal Communications Commission  
Wireline Competition Bureau - CPD - 214 Appls,  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

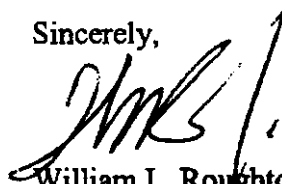
Re: Application of PPL Telecom and Cambrian Communications LLC for  
Domestic Section 214 Authorization to Transfer Assets

Dear Ms. Dortch:

On behalf of PPL Prism, LLC ("PPL") and Cambrian Communications LLC ("Cambrian"), enclosed please find an original and six (6) copies of the application for Commission approval to transfer Cambrian's assets to PPL. Also enclosed is a check in the amount of \$860.00, payable to the FCC, pursuant to the Commission rules. Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided.

Please direct any questions regarding this filing to the undersigned.

Sincerely,



William L. Roughton, Jr.  
Cambrian Communications LLC

Enclosures

cc: via email

William Dever (WCB)  
Tracy Wilson (WCB)  
Eric Hurlocker (PPL)

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX #	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>	Approved by OMB 3060-0589 Page No <u>1</u> of <u>  </u>
		SPECIAL USE FCC USE ONLY
<b>SECTION A - PAYER INFORMATION</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Cambrian Communications LLC</b>		) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>5860.00</b>
141 STREET ADDRESS LINE NO. 1 <b>12011 Lee Jackson Memorial Highway</b>		
(5) STREET ADDRESS LINE NO. 2 <b>Suite 320</b>		
(6) CITY <b>Fairfax</b>		(7) STATE <b>VA</b>
(8) ZIP CODE <b>22033</b>		
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>703-788-4011</b>		(10) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(11) PAYER (FRN) <b>0006-8069-21</b>		(12) PAYER (TIN) <b>54-1963713</b>
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B          IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>		
(13) APPLICANT NAME <b>Cambrian Communications LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>12011 Lee Jackson Memorial Highway</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Suite 320</b>		
(16) CITY <b>Fairfax</b>		(17) STATE <b>VA</b>
(18) ZIP CODE <b>22033</b>		
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>703-788-4011</b>		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0006-8069-21</b>		(22) APPLICANT (TIN) <b>54-1963713</b>
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <b>CUT</b>
(25A) QUANTITY <b>1</b>		
(26A) FEE DUE FOR (PTC) <b>\$860.00</b>	(27A) TOTAL FEE <b>\$860.00</b>	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE
(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)	278) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
<b>SECTION D - CERTIFICATION</b>		
(30) CERTIFICATION STATEMENT I, <u>William L. Roughdon, Jr.</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u>William L. Roughdon, Jr.</u>		DATE <u>2/27/03</u>
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>		
(31) <input type="checkbox"/> MASTERCARD/ <input type="checkbox"/> VISA		MASTER CARD/VISA ACCOUNT NUMBER _____ EXPIRATION DATE: _____
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.		
SIGNATURE _____		DATE _____

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
 Washington, D.C. 20554

---

In the Matter of the Application of

PPL PRISM, LLC

Transferee

and

CAMBRIAN COMMUNICATIONS LLC

Transferor

For Domestic **Section 214** Authorization

To Transfer Assets

---

WC Docket No. 03 - \_\_\_\_\_

**APPLICATION**

**I. INTRODUCTION**

PPL Prism, LLC ("PPL" ~~or~~ "Transferee") and Cambrian Communications LLC ("Cambrian" ~~or~~ "Transferor") (PPL and Cambrian, together, "Applicants"), by their undersigned counsel, hereby request authorization pursuant to Section **214** of the Communications Act of **1934**, ~~as~~ amended,<sup>1</sup> and the Commission's **Report and Order** issued in CC Docket No. 01-150,<sup>2</sup> for Cambrian to transfer substantially all of its assets, including its wholesale customer base, **to** PPL. Cambrian ~~is~~ a facilities-based provider of metro optical access services, offering interconnection between major carrier hotels, ~~data~~ centers and Verizon central offices within the Virginia **to** New York City comdor. PPL's parent, PPL Telcom, LLC is a facilities-based wholesale provider of data transport services for carrier and enterprise customers

---

<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> *Implementation & Further Streamlining Measures for Domestic Section 214 Authorizations. Report and Order*, CC Docket No. 01-150, 17 FCC Rcd 5517 (2002) ("Streamlining Order") (modifying its filing requirements for asset acquisitions).

## II. INFORMATION REQUIRED UNDER SECTION 63.04(a)

In support of this Application, Applicants submit the following information pursuant to Sections 63.03 and 63.04(a) of the Commission's rules.<sup>3</sup>

(1) Name, address and telephone number of each applicant.

Transferee: **PPL Prism, LLC**  
**Two North Ninth Skeet**  
**Allentown, PA 18101**  
**Tel: (610) 774-5529**  
**Fax: (610) 774-6726**

Transferor: **Cambrian Communications LLC**  
**12011 Lee Jackson Memorial Highway**  
**Suite 320**  
**Fairfax, VA 22033**  
**Tel: (703) 788-4000**  
**Fax: (703) 788-4014**

(2) State of organization.

Transferee: Transferee is organized under the laws of the State of Delaware

Transferor: Transferor is organized under the laws of the State of Delaware

(3) Contact person for this Application.

Correspondence and communications concerning this Application should be directed to:

For Transferee:

Richard D. Gary  
Hunton & Williams  
Riverfront Plaza, East Tower  
**951 East Byrd St.**  
Richmond, VA 23219  
Tel: **(804) 788-8330**  
Fax: **(804) 788-8218**  
Email: rgary@hunton.com

<sup>3</sup>

47 U.S.C. §§ 63.03 and 63.04(a)

For Transferor:

Bob Fragola  
 Cambrian Communications LLC  
 12011 Lee Jackson Memorial Highway  
 Suite 320  
 Fairfax, VA 22033  
 Tel: (703) 788-4011  
 Fax: (703) 788-4014  
 Email: rfragola@cambrian.net

(4) Ownership of Applicants.

Transferee: The following entities directly or indirectly **own** 10% or more of the equity of the Transferee:

- (a) **Name:** PPL Telcom, LLC ("PPLT")  
**Address:** Two North Ninth Street  
 Allentown, PA 18101  
**Citizenship:** U.S.A.  
**Percentage Owned:** 100% owner of PPL Prism, LLC  
**Principal Business:** Telecommunications company
- (b) **Name:** PPL ventures, LLC  
**Address:** Two North ~~Ninth~~ Street  
 Allentown, PA **18101**  
**Citizenship:** U.S.A.  
**Percentage Owned:** 100% **owner of** PPL Telcom, LLC  
**Principal Business:** Holding company
- (c) **Name:** **PPL** Energy Funding Corporation  
**Address:** **Two** North Ninth Street  
 Allentown, PA 18101  
**Citizenship:** U.S.A.  
**Percentage Owned:** 100% owner of PPL Ventures, LLC  
**Principal Business:** Holding company
- (d) **Name:** PPL Corporation  
**Address:** Two North Ninth Street  
 Allentown, PA 18101  
**Citizenship:** U.S.A.  
**Percentage Owned:** 100% owner of PPL Energy Funding Corporation  
**Principal Business:** **An** energy and utility holding company

No other person or entity directly or indirectly **owns** ten percent (10%) or more of the equity of PPL, the Transferee.

Transferor: The following entity directly or indirectly **own** ten percent (10%) or more of the equity of **the** Transferor:

(a) Name: Cambrian Communications Holdings LLC  
("Cambrian Holdings")  
Address: 1201 I Lee Jackson Memorial Highway  
Suite 320  
Fairfax, VA 22033  
Citizenship: U.S.A.  
Percentage Owned: 100%  
Principal Business: A holding company

**The** following entities directly own interests in Cambrian Holdings:

(b-1) Name: Dominion Telecom ~~Partners~~  
Address: 1201 I Lee Jackson Memorial Highway  
Suite 320  
Fairfax, VA 22033  
Citizenship: U.S.A.  
Percentage Owned: 56%  
Principal Business: Investment company

(b-2) Name: Duff, Ackerman & Goodrich, LLC  
Address: Two Embarcadero ~~Center~~  
Suite 2300  
San Francisco, CA 94111  
Citizenship: U.S.A.  
Percentage Owned: 13%  
Principal Business: Private equity firm

No other person or entity directly or indirectly owns ten percent (10%) or more of the equity of Cambrian, the Transferee.

(5) PPL certifies pursuant to Sections 1.2001 ~~through 1.2003~~ of the Commission's rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the **Anti-Drug** Abuse Act of 1988, 21 U.S.C. § 3301.

Cambrian certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of **the Anti-Drug** Abuse Act of 1988, 21 U.S.C. § 3301.

(6) Description of the transaction.

Applicants request Commission approval for Cambrian to transfer substantially all of its assets, including its wholesale customer base, to PPL.

(7) Description of geographic areas served by Applicants and their affiliates.

Transferee: PPLT ~~is~~ a wholesale telecommunications provider offering services ~~to~~ carriers, communications companies, emerging service providers, ISPs and major private network owners in and ~~around~~ eastern Pennsylvania.

Transferor: Cambrian is a facilities-based provider of metro optical access services, offering a seamless optical interconnection between major carrier hotels, data centers and Verizon central offices within the Virginia to New York City corridor.

(8) Streamlined Treatment.

Applicants respectfully submit this Application qualifies for streamlined treatment because, as explained below, ~~the~~ proposed **asset** transfer does not have the potential to harm the public interest.

The Commission in the *Streamlining* Order established a presumption for transactions where neither of the applicants is dominant with respect to any service and the transaction would result in less than 10 percent market share! The **Commission** noted that it based its presumption upon guidelines suggesting that “total combined market shares of less than 10 percent in markets that are ‘moderately concentrated’ -- or even **highly** concentrated -- are unlikely to have adverse competitive consequences and ordinarily require **no** further analysis.”

Applicants submit that the proposed asset transfer ~~transaction~~ is unlikely to have adverse competitive consequences and requires **no** further analysis because: (a) neither Applicant is dominant ~~with~~ respect ~~to any service~~ and (b) the market presence of the Transferee following the transfer of **assets** will be less than 10 percent.

The Commission also found that “transfers of incumbent LEC local exchange assets are unlikely to raise the potential of competitive harm and therefore are eligible for presumptive streamlined **treatment**.”<sup>6</sup> Given that

<sup>5</sup> *Streamlining Order*, 17 FCC Rcd at 5532-33; *see also* 47 C.F.R. §63.03(b)(2)(i).

<sup>6</sup> *Id.* at 5533 n.65.

*Id.* at 5534-35; *see also* 47 C.F.R. §63.03(b)(1)(iii)

the Applicants are nondominant carriers, the proposed transfer of assets from Cambrian to PPL is even less likely to raise the potential of competitive harm than a comparable transfer of local exchange assets between ILECs. Having concluded that the latter category of asset transfers qualifies for presumptively streamlined treatment, the Commission should accord streamlined treatment to this Application.

Because the proposed asset transfer has no potential to result in harm to the public interest, Applicants respectfully submit that this Application qualifies for streamlined proceeding.

(9) Related Applications.

No other FCC applications relate to the transaction that is the subject of this Application.

(10) Special Consideration.

Applicants are requesting special consideration of this Application because Cambrian is in bankruptcy and this transfer of assets and continuation of service to Cambrian's customers is pending in the Bankruptcy Court for the Eastern District of Virginia that is overseeing the bankruptcy proceeding. A hearing is scheduled for March 24, 2003 in the Bankruptcy Court to approve the transfer of assets from Cambrian to PPL. Following the action of the Bankruptcy Court, Applicants anticipate that the asset transfer described herein will take place on or about March 31, 2003.

(11) Waiver Requests.

Following approval of the Bankruptcy Court on March 24, 2003, the assets are scheduled to be transferred on March 31, 2003. If public notice is not listed 31 days prior to March 31, 2003, the Applicants request a waiver of the 31-day period so as to allow the transfer of assets to proceed on March 31, 2003.

(12) Statement of Public Interest.

Grant of this Application will serve the public interest, convenience and necessity by promoting competition among telecommunications carriers. Specifically, approval of the proposed asset transfer will enable PPL to strengthen its competitive presence in the geographic service area where Cambrian's network assets are located and to concentrate its resources and expertise on providing innovative and diversified transport service offerings for carriers serving these markets. These enhancements will inure directly the benefit of Cambrian's affected carrier customers as well

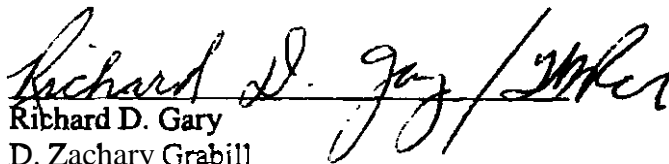


as indirectly to consumers generally in the domestic telecommunications marketplace. Moreover, granting this Application will allow Cambrian's existing customers to continue to be well served without interruption following the conclusion of Cambrian's bankruptcy proceeding.

### III. CONCLUSION

Wherefore, for the reasons stated herein, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for domestic Section 214 authorization for Cambrian to transfer substantially all of its assets to PPL and grant of the waiver requested in paragraph 11 of this Application.

Respectfully submitted,



Richard D. Gary  
D. Zachary Grabill  
Hunton & Williams  
Riverfront Plaza, East Tower  
951 East Byrd St.  
Richmond, VA 23219  
Tel: (804) 788-8330  
Fax: (804) 788-8218

Counsel to  
**PPL PRISM, LLC**



William L. Roughton  
Cambrian Communications LLC  
12011 Lee Jackson Memorial Highway  
Suite 320  
Fairfax, VA 22033  
Tel: (703) 788-4009  
Fax: (703) 788-4014

Counsel to  
**CAMBRIAN COMMUNICATIONS LLC**

Dated: February 28, 2003

**CERTIFICATION**

On behalf of Cambrian Communications LLC, I hereby certify *that* the statements in the foregoing Application for Domestic Section 214 Authorization To Transfer Assets ~~are~~ true, complete, and correct to the best of my knowledge and are made in good faith.

CAMBRIAN COMMUNICATIONS LLC

By: 

William L. Roughton

Title: Executive Vice Resident & General Counsel


February 27, 2003

**CERTIFICATION**

On behalf of PPL Prism, LLC, I hereby certify that the statements in the foregoing Application for Domestic Section 214 Authorization To ~~Transfer~~ Assets are true, complete, and correct to the best of my knowledge and are made in good faith.

PPL prism, LLC

By:



David H. Kelley

Title: President

Date: February 27, 2003